

AMENDMENT TO THE BY-LAWS
OF
CHANDALAR SOUTH TOWNHOUSE ASSOCIATION, INC.

This __ th Amendment to the by-laws of Chandalar South Townhouse Association, Inc., the original by-laws being recorded in Miscellaneous Book 6, Page 860, and first amended in Miscellaneous Book 21, page 164, both in the office of the Judge of Probate of Shelby County, Alabama, by the Secretary of said non-profit corporation:

WITNESSETH:

WHEREAS, on or about January 8, 1974, Articles of Incorporation of Chandalar South Townhouse Association, Inc. were filed in the Probate Office of Shelby County, Alabama, in Corporation Book 11, Page 665A, with by-laws relating thereto having been recorded as set out hereinabove; and

WHEREAS, at a duly called annual meeting of the shareholders and Board of Directors of the Chandalar South Townhouse Association, Inc. on November 4, 2004 at 7:00PM, it was determined that it would be in the best interest of the shareholders to decrease the number of board members so as to simplify Board operation and

WHEREUPON, after motion being duly made and seconded, and upon written consent of a majority of the members present or by proxy, it was

RESOLVED, that the Secretary, or the contracted Management Company on the Secretary's behalf, be instructed to amend the by-laws and have said __ th Amendment recorded in the Probate Office of Shelby County, Alabama, as follows:

Completely remove:

ARTICLE IV

Board of Directors: Section and Term of Office

Section 1. NUMBER. The affairs of this Association shall be managed by a Board of seven (7) directors who must be members of the Association.

Section 2. TERM OF OFFICE. At the first annual meeting the members shall elect one (1) director for a term of one (1) year, two (2) directors for a term of two (2) years and two (2) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect a director or directors, as the case may be, for a term of three (3) years to replace the outgoing director or directors, as the case may be. In addition to the foregoing, at the next annual meeting following the adoption of these Revised By-laws, the members shall elect two (2) additional directors, each of whom shall serve a term of one (1) year and their successors shall be elected for one (1) year terms thereafter at succeeding annual meetings of the members.

Replace Article IV, Sections 1 and 2 by inserting the following:

ARTICLE IV

Board of Directors: Section and Term of Office

Section 1. NUMBER.

The affairs of this Association shall be managed by a Board of five (5) directors who must be members of the Association.

Section 2. TERM OF OFFICE

At the Annual Meeting each year the members shall elect five (5) Directors who will serve a one (1) year term of office.

Section 3. TRANSITION

To transition to this new model of having all Directors serve a one (1) year term, any multi-year positions found vacant at the end of the 2004 term will be either eliminated or reclassified as a 1-year term, so as to achieve the mandate of Article IV, Section 2. All multi-year positions not vacated at the end of 2004 will be reclassified as 1 year positions prior to January 1, 2005 or eliminated to meet the terms of section 2. Any standing Board members whose term is being eliminated or shortened as a result of this changeover will in turn immediately be appointed to the 2005 Board to a 1 year position.

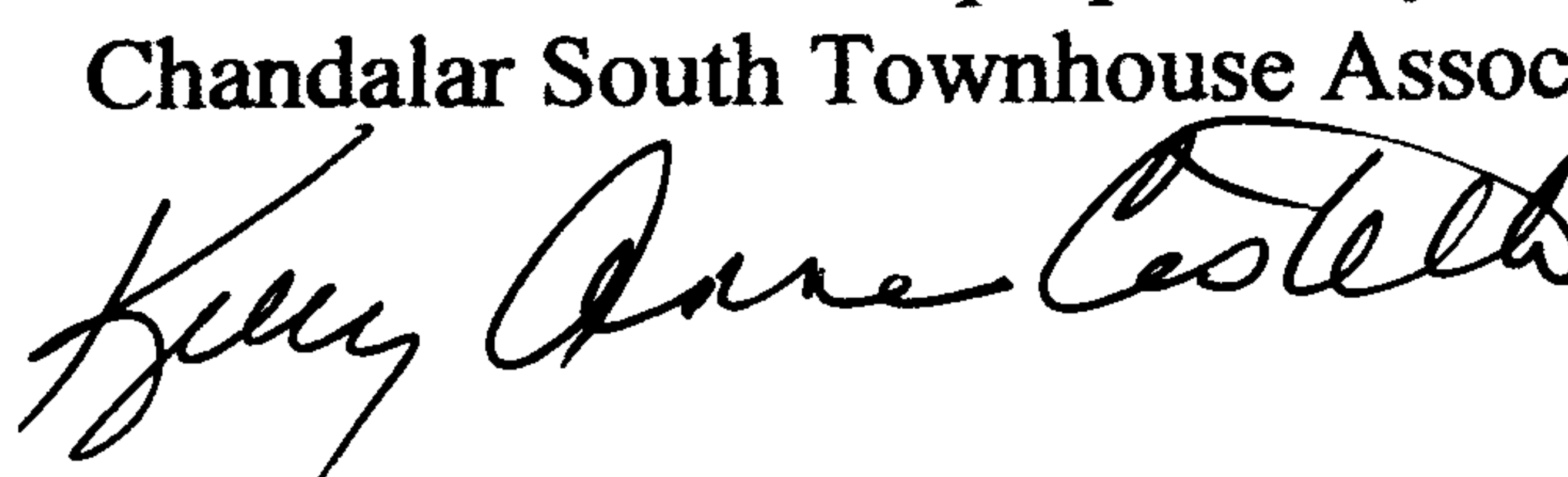
The foregoing was adopted as a ____th Amendment to the by-laws of Chandalar South Townhouse Association, Inc., an Alabama non-profit corporation, at the Annual Meeting of the shareholders and Board of Directors on Monday, November 1, 2004 at 7:00 p.m.

Michael Barnes - Secretary

 11/02/04

This instrument was prepared by:

Chandalar South Townhouse Association, Inc.

 President 2004 11/2/04